

***Pembroke 50+ Active Living Centre Inc.***

42 Renfrew Street

Pembroke, Ontario K8A 7T6

Phone: 735-1226

Email: [pembrokeactivelivingcentre@cogeco.net](mailto:pembrokeactivelivingcentre@cogeco.net) Website - [www.pembrokeactivelivingcentre.com](http://www.pembrokeactivelivingcentre.com)

**CONSTITUTION**

1. **Name** - The name of the organization shall be “Pembroke 50+ Active Living Centre Inc.” (hereafter referred to in this document as the “Centre”). It shall operate as a Standalone Senior Active Living Centre under the terms of the Senior Active Living Centres Act of the Province of Ontario and the Ontario Not-for-Profit Act (ONCA). The Centre shall be non-racial, non-sectarian and non-political.
2. **Mission Statement** – the Centre exists to provide adults 50 years and over a meeting place, delivering quality programming and education to promote active living for life-long health and wellness for our membership in a safe and respectful environment.
3. **Objectives** –
  - 3.1 To create an influential organization, by encouraging residents in Pembroke and area to become active Centre members.
  - 3.2 To provide formal and informal opportunities for social interaction
  - 3.3 To provide new and ongoing opportunities for learning new skills, enhancing creativity and developing new interests.
  - 3.4 To provide opportunities to encourage mental stimulation and physical wellness for a more active life.
  - 3.5 To provide information and resources for older adults.
  - 3.6 To provide members with opportunities for community involvement.
  - 3.7 To provide an accessible Centre.
4. The Centre will operate without purpose of gain for the members. Any profits or other accretions to the Centre are to be used for promoting the objectives.
5. **The Board** shall be as follows:

The Officers (President, Past President, Vice President(s), Secretary, and Treasurer) shall form the Executive Committee members. The board, consisting of the Executive Committee and directors, will ensure a minimum of eleven members and a maximum of twelve members.

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**BYLAWS**

1. **Fiscal Year** – The Fiscal year of the Pembroke 50+ Active Living Centre INC. will be from April 1 to March 31 the following year.

2. **Membership** –

2.1 Membership is open to all persons 50 years of age or older.

2.2 A membership application form and applicable fees are required annually.

2.3 Upon payment of the annual fee, a member shall be entitled to:

Take part in all activities and services provided at the Pembroke 50+ Active Living Centre by paying applicable daily activity and/or registration fee.

3. **Responsibilities of Executive Committee Members**

Additional responsibilities are outlined in specific job descriptions.

3.1 The **President** shall preside at all board meetings, general and annual meetings, and shall oversee the selection of committee chairs.

3.2 The **Past President** shall be a voting member and carry out short term assignments as deemed appropriate by the Board.

3.3 The **Vice President(s)** shall discharge the duties of the President in his/her absence and may also chair one of the standing committees.

3.4 The **Secretary** shall be responsible for the records and books of the Pembroke 50+ Active Living Centre excepting those of the Treasurer, to record all minutes of the Executive and General meetings, in the absence of the Pembroke 50+ Active Living Centre's Office Manager. Also be responsible for the social correspondence of the Pembroke 50+ Active Living Centre and reporting all such correspondence to the Board.

3.5 The **Treasurer** shall:

i. Be responsible for developing and maintaining sound financial practices.

ii. Ensure adequate funds are available to permit the Centre to meet its mission and objectives.

iii. Ensure financial compliance with applicable legislation. In conjunction with the auditor, ensures reports as required are submitted to the appropriate government agencies, tax authorities and funding bodies. Contracts, deeds, transfers, licences, and agreements on behalf of the Centre shall be signed by the President and/or the Treasurer or designate.

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- iv. Be responsible for review of cheques, receipts and disbursements.
- v. Prepares budgets in conjunction with the President and/or Vice-President(s) for Board approval.
- vi. Reviews all contracts e.g. insurance, building, etc. and in conjunction with the President and Vice -President and execute legal documents on behalf of **the Corporation**

**4 Duties and Powers of the Executive Committee**

- 4.1 Delegate persons to management of committees.
- 4.2 Fill casual vacancies among officers and others who have been elected
- 4.3 Engage staff or professional services and terminate such engagement.
- 4.4 Authorize new programs and enlarge existing programs within the approved budget, reduce or eliminate programs.
- 4.5 The Executive Committee may make decisions on behalf of the Board between regularly scheduled Board Meetings.

**5 Duties and Powers of the Board**

- 5.1 The Board determines its own procedures and makes rules and regulations consistent with the Pembroke 50+ Active Living Centre's Constitution.
- 5.2 There shall be four (4) Officers for the Pembroke 50+ Active Living Centre eligible for signing cheques. Two (2) of which shall be the Treasurer and President. The remaining two (2) as determined by the Board. All cheques, bank drafts or orders for the payment of money will be signed by two (2) authorized signatories.
- 5.3 The Board's approval is required before the disposal of any of the Pembroke 50+ Active Living Centre's equipment and/or furnishings over \$100.00
- 5.4 Officers are not paid, but while carrying out the duties of the Board, may be reimbursed upon receipt of proper documentation for all expenses necessarily and reasonably incurred.
- 5.5 It shall be the duty of all Board members to attend each Board meeting. If unable to attend a meeting, due notice shall be given to the President and arrangements made to provide his/her appropriate report. Any Board member missing three (3) consecutive meetings without a valid reason shall be notified in writing they have violated the Pembroke 50+ Active Living Centre's By-laws and therefore have forfeited their position.

**6. Order of Business**

- 1. Call to Order
- 2. Attendance: Present/Regrets
- 3. Approval of Agenda

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4. Reading and Approval of minutes of previous meeting
5. Treasurer's Report
6. Secretary's Report
7. Old Business
8. New Business
9. Committee Reports
10. Adjournment

**7. Membership Dues**

- 7.1 The annual membership dues shall be set by the Board and may be changed by fifty (50) % + one (1) majority at a regular Board meeting.

**8. Meetings**

- 8.1 Bourniot's Rules of Order shall be the authority for all meeting procedure.
- 8.2 The Annual General Meeting shall be held within 90 days of the start of the fiscal year, notice of which shall appear in the newsletter at least one month prior to the meeting and in two issues of the local newspaper at least 21 days prior to the date of the meeting.
- 8.3 Board meetings will be a minimum of 6 meetings per year. A quorum shall consist of being fifty (50) % plus one (1) of the board members present.
- 8.4 A quorum of any other meeting shall consist of fifty (50) % plus one (1) of the  
Pembroke 50+ Active Living Centre's members present.

**9. Committees**

- 9.1 The following will constitute the standing committees:
  - i. Fund Development
  - ii. Property and Inventory
  - iii. Membership and Volunteers
- 9.2 In addition to the standing committees, adhoc committees maybe formed to accomplish a specific goal.

**10. Nominations & Elections**

- 10.1 Election of the Executive Committee and Board Members will be held every two (2) years. Elected members will be allowed to hold office for no more than two (2) terms and must be re-elected to the second term. Exception may be made to allow additional terms for Executive Committee members, when it is identified to be beneficial for the Centre's successful operation. It is desirable that one third of the Board be eligible for election. If any office is not filled, the Board assumes the responsibility of that office until such time

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the position is filled from the board members elect or a person is appointed during the term.

- 10.2 A Nominating Committee Chair Person will be appointed by the Board two to three months prior to the meeting for the election of the Executive and Board of Directors. The Chairperson will choose two additional members of the Pembroke 50+ Active Living Centre to sit on the nominating committee.
- 10.3 The Nominating Committee may prepare a slate of names consisting of one or more for each office from the members of the board of directors and general membership. Each nominated member must give written consent to stand for office.
- 10.4 The nominating committee has the right to nominate any qualified member they choose.
- 10.5 No member may nominate more than one person for each vacant office.
- 10.6 Nominations from the floor must be seconded or have completed the Proxy Nomination form.
- 10.7 At the time of elections, the President will declare all offices vacant and ask the Chairperson of nominations to preside at the election of offices for the following year. The Election Chairperson will ask for a secretary for the election.
- 10.8 The Election Chairperson will present to the membership the report of the nominating committee.
- 10.9 The Election Chairperson will ask for motion accepting the word of the nominating committee, the motion is to be seconded and voted upon before conducting the election. At this point the Election Chairperson will open the proceedings by asking for nominations from the floor for each office in sequence from the President, First Vice-President, Second Vice-President, Secretary, Treasurer and the Board of Directors. A proxy nomination may be presented at this time for any nominee not present, providing the proxy nomination form is completed properly. After the closing of nominations for each office the vote will be taken prior to proceeding to the next position.
- 10.10 Where more than one (1) member is nominated for a position voting will be by ballots. Ballots will be counted by the nominating committee and results given. The person receiving the greater number of votes will be declared the winner. Total votes recorded on the ballots will not be presented to the membership.
- 10.11 Single nominations for office will be acclaimed.

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10.12 The Election Chairperson will not vote except in the following circumstances:

- i. In the event of a tie a further vote will be taken, if there is still a tie the Election Chairperson will vote to break the tie.

10.13 Immediately following the election of officers the Election Chairperson will ask for a motion to destroy the ballots. Upon being seconded and the acceptance of the membership of the motion the Election Chairperson will ask the President Elect to complete the meeting.

**11. Amending the Constitution**

- 11.1 Any proposed amendments to the Constitution shall first be reviewed by the Executive Committee and then forwarded to the Board.
- 11.2 The Board shall review the Executive's report and submit recommendations to the Annual General Meeting for approval or to a special General Meeting for this purpose.
- 11.3 Proposed changes to the Constitution shall be posted on the Centre's bulletin boards with notification communicated to the membership at least two months prior to the General Meeting.
- 11.4 Ratification of amendments to this Constitution shall require fifty (50) % + one (1) of the members present at the General Meeting.

**12. Amending the By-Laws**

- 12.1 Any proposed amendments to the By-Laws shall first be reviewed by the Executive Committee and then forwarded to the Board.
- 12.2 The Board shall review the Executive's report.
- 12.3 Ratification of amendments to the By-Laws shall require fifty (50) % + one (1) of the Board members present at a regular Board meeting.